

THE
GREENBRIER
COMPANIES

The Greenbrier Companies, Inc.

RECORDATION NO. 22251-H FILED
One Centerpointe Drive Suite 200
Lake Oswego Oregon 97035
503 684 7000 Fax 503 684 7553

JAN 13 '06

11-26 AM

January 11, 2006

SURFACE TRANSPORTATION BOARD

Mr. Vernon A. Williams
Secretary
Surface Transportation Board
1925 K Street, N.W., Room 704
Washington, D.C. 20006

JAN 13 2006
RECEIVED

Dear Mr. Williams:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301 are three (3) originals and two (2) photocopies of a Memorandum of Lease Agreement for Schedule No. 2 dated as of April 1, 2005, a secondary document as defined in the Rules for the Recordation of Documents, 49 C.F.R. Section 1177.

This document relates to the Lease Agreement dated as of June 11, 1999, which was duly filed and recorded on July 16, 1999 and assigned Recordation Number 22251.

The names and addresses of the parties to the enclosed document are:

Lessor: Greenbrier Leasing Corporation
One Centerpointe Drive, Suite 200
Lake Oswego, Oregon 97035

Lessee: Kansas City Southern Corporation
427 West 12th Street
Kansas City, MO 64105

A description of the railroad equipment covered by the enclosed document is:

One hundred fifty (150) 60-foot, Plate F boxcars with 10-foot plug doors, bearing marks and numbers KCS 129575 through KCS 129724, inclusive.

Also enclosed is a payment of \$33 payable to the order of the Surface Transportation Board covering the required recordation fee.

Kindly return stamped copies of the enclosed document not needed for your files to the undersigned.

Mr. Vernon A. Williams

January 11, 2006

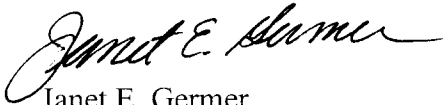
Page 2

A short summary of the enclosed primary document to appear in the Board's Index is:

Memorandum of Lease Agreement for Schedule No. 2 dated as of April 1, 2005, to a Lease Agreement dated as of June 11, 1999, between Greenbrier Leasing Corporation, Lessor, and Potlatch Corporation, Lessee.

If you have any questions, please do not hesitate to call.

Sincerely,

A handwritten signature in cursive script, appearing to read "Janet E. Germer".

Janet E. Germer
Executive Assistant

jeg
Enclosures

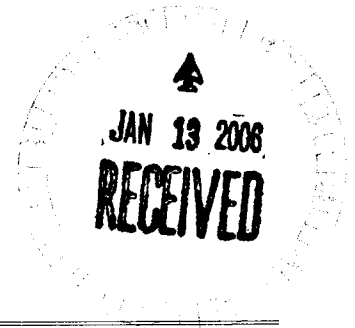
cc: Robert W. Alvord, Esq.

RECORDATION NO. 122251-17 FILED

JAN 13 '06

11-26 AM

SURFACE TRANSPORTATION BOARD



MEMORANDUM OF LEASE AGREEMENT

Between

***GREENBRIER LEASING CORPORATION
("LESSOR")***

and

***THE KANSAS CITY SOUTHERN RAILWAY COMPANY
(LESSEE)***

JUNE 11, 1999

SCHEDULE NO. 2

APRIL 1, 2005

This Memorandum of Schedule No. 2 dated April 1, 2005, to a Lease Agreement is made and entered into as of June 11, 1999, is by and between Greenbrier Leasing Corporation, a Delaware corporation, ("Lessor") and The Kansas City Southern Railway Company, a Missouri corporation ("Lessee").

WITNESSETH:

1. Lessor has agreed to furnish to Lessee, and the Lessee has agreed to lease from Lessor one hundred fifty (150) 60-foot Plate F boxcars with 10-foot plug doors, bearing marks and numbers KCS 129575 through KCS 129724, inclusive.
2. The Lease Agreement and Schedule No. 2 shall be effective as of the date first set forth hereinabove and shall be subject to the lease term, as described in the Lease Agreement and Schedule No. 2 as each may be amended from time to time.

IN WITNESS WHEREOF, the parties hereto have caused this instrument to be signed and sealed by their respective corporate officers as of the date and year first above written.

LESSOR: GREENBRIER LEASING CORPORATION

By: Norris M. Webb

Title: Executive Vice President

LESSEE: THE KANSAS CITY SOUTHERN
RAILWAY COMPANY

By: Pat J. [Signature]

Title: Senior Vice President - Finance Treasurer

Approved:
Tom Kelly 6-2-06

STATE OF OREGON

)

) ss.

COUNTY OF CLACKAMAS

)

On this 6th day of January, 2006, before me personally appeared Norris m. Webb, to me personally known, who being by me duly sworn, says that he is the Executive Vice President of Greenbrier Leasing Corporation that the foregoing instrument was signed on behalf of said corporation, and he acknowledged that the execution of the said instrument was his free act and deed.

Janet E. Germer
NOTARY PUBLIC

My commission expires: 5/28/2006



STATE OF Missouri

)

) ss.

COUNTY OF Clay

)

On this 5th day of January, 2006, before me personally appeared Paul J. Weyandt, to me personally known, who being by me duly sworn, says that he is the Senior V.P. + Finance Treasurer of The Kansas City Southern Railway Company that the foregoing instrument was signed on behalf of said corporation, and he acknowledged that the execution of the said instrument was his free act and deed.

Deborah A. Snok
NOTARY PUBLIC

My commission expires: 5-21-2007

